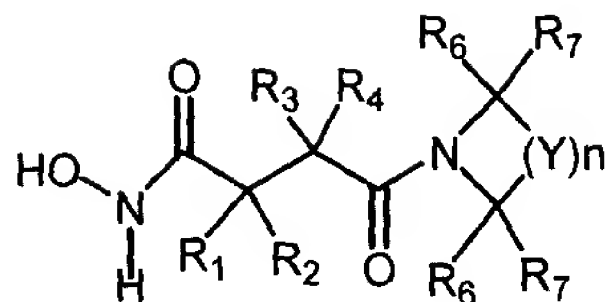


What is claimed is:

1. A compound of Formula (I):

5



wherein:

$R_1$  is hydrogen, halo, -OH, - $R_8OR_9$ , - $R_9$ , - $OR_9$ , -SH, - $SR_9$ , - $NH_2$ , - $NHR_9$  -  
 10 - $NR_9R_{10}$ , - $NHC(=O)H$ , - $NR_9C(=O)H$ , - $NHC(=O)R_9$ , - $NR_9C(=O)R_{10}$ , - $NHC(=O)NH_2$ ,  
 - $NR_9C(=O)NH_2$ , - $NHC(=O)NHR_9$ , - $NHC(=O)NR_9R_{10}$ , - $NR_9C(=O)NR_{9a}R_{10}$ ,  
 - $NHC(=O)OR_9$ , - $NR_9C(=O)OR_{10}$ , - $NHS(=O)_2R_9$ , - $NR_9S(=O)_2R_{10}$ , - $NHS(=O)_2OR_9$ , or  
 - $NR_9S(=O)_2OR_{10}$  where  $R_8$  is selected from the group consisting of - $C_1$ - $C_{12}$  alkylene,  
 substituted alkylene, or heteroalkylene, - $C_1$ - $C_{12}$  alkenylene, substituted alkenylene, or  
 15 heteroalkenylene, - $C_1$ - $C_{12}$  alkynylene, substituted alkynylene, or heteroalkynylene,  
 and -( $C_1$ - $C_8$  alkylene or substituted alkylene) $_{n1}$ -( $C_3$ - $C_{12}$  arylene or heteroarylene)-( $C_1$ -  
 $C_8$  alkyl or substituted alkyl) $_{n2}$  where  $n1$  and  $n2$  are independently 0 or 1; and  $R_9$ ,  $R_{9a}$   
 and  $R_{10}$  are independently selected from the group consisting of - $C_1$ - $C_{12}$  alkyl,  
 substituted alkyl, or heteroalkyl, - $C_1$ - $C_{12}$  alkenyl, substituted alkenyl, or  
 20 heteroalkenyl, - $C_1$ - $C_{12}$  alkynyl, substituted alkynyl, or heteroalkynyl, and -( $C_1$ - $C_8$   
 alkyl or substituted alkyl) $_{n3}$ -( $C_3$ - $C_{12}$  arylene or heteroarylene)-( $C_1$ - $C_8$  alkyl or  
 substituted alkyl) $_{n4}$  where  $n3$  and  $n4$  are independently 0 or 1;

$R_2$  is independently hydrogen or - $R_9$  wherein  $R_9$  is as defined above;

$R_3$  is hydrogen, halo, - $R_{11}$ , -OH, - $OR_{11}$ , - $R_{12}OR_{11}$ , -SH, - $SR_{11}$ , - $NH_2$ , - $NHR_{11}$ ,  
 25 - $NR_{11}R_{13}$ , - $NHC(=O)H$ , - $NR_{11}C(=O)H$ , - $NHC(=O)R_{11}$ , - $NR_{11}C(=O)R_{13}$ ,  
 - $NHC(=O)NH_2$ , - $NR_{11}C(=O)NH_2$ , - $NHC(=O)NHR_{11}$ , - $NHC(=O)NR_{11}R_{13}$ ,  
 - $NR_{11}C(=O)NR_{11a}R_{13}$ , - $NHC(=O)OR_{11}$ , - $NR_{11}C(=O)OR_{13}$ , - $NHS(=O)_2R_{13}$ ,  
 - $NR_{11}S(=O)_2R_{13}$ , - $NHS(=O)_2OR_{11}$ , or - $NR_{11}S(=O)_2OR_{13}$ , where  $R_{12}$  is selected from  
 the group consisting of - $C_1$ - $C_{12}$  alkylene, substituted alkylene, or heteroalkylene, - $C_1$ -  
 30  $C_{12}$  alkenylene, substituted alkenylene, or heteroalkenylene, - $C_1$ - $C_{12}$  alkynylene,  
 substituted alkynylene, or heteroalkynylene, and -( $C_1$ - $C_8$  alkylene or substituted  
 alkylene) $_{n5}$ -( $C_3$ - $C_{12}$  arylene or heteroarylene)-( $C_1$ - $C_8$  alkyl or substituted alkyl) $_{n6}$

where n5 and n6 are independently 0 or 1; and R<sub>11</sub>, R<sub>11a</sub> and R<sub>13</sub> are independently selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkyl, substituted alkyl, or heteroalkyl, -C<sub>1</sub>-C<sub>12</sub> alkenyl, substituted alkenyl, or heteroalkenyl, -C<sub>1</sub>-C<sub>12</sub> alkynyl, substituted alkynyl, or heteroalkynyl, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n7</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n8</sub> where n7 and n8 are independently 0 or 1;

R<sub>4</sub> is hydrogen or -R<sub>11</sub> where -R<sub>11</sub> is as defined above;

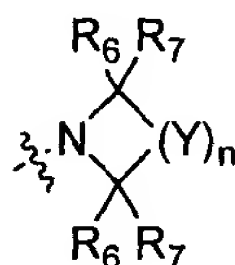
n is an integer from 1 to 5;

zero or one Y is selected from the group consisting of -O-, -NR<sub>11</sub>- where R<sub>11</sub> is as defined above, and -S-, and all remaining Y are -CR<sub>6</sub>R<sub>7</sub>- where R<sub>6</sub> and R<sub>7</sub> are each independently selected from the group consisting of hydrogen, -R<sub>14</sub>, -OH, -OR<sub>14</sub>, -SH, -SR<sub>14</sub>, -NH<sub>2</sub>, -NHR<sub>14</sub>, -NR<sub>14</sub>R<sub>15</sub>, -C(=O)H, -C(=O)R<sub>14</sub>, -C(=O)NH<sub>2</sub>, -C(=O)NHR<sub>14</sub>, -C(=O)NR<sub>14</sub>R<sub>15</sub>, -C(=O)OH, -C(=O)OR<sub>14</sub>, -C(=O)SH, -C(=O)SR<sub>14</sub>, -C(=O)CH<sub>3</sub>, -C(=O)CH<sub>2</sub>R<sub>14</sub>, -C(=O)CHR<sub>14</sub>R<sub>15</sub>, -C(=O)CR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, -C(=O)OCH<sub>3</sub>, -C(=O)OCH<sub>2</sub>R<sub>14</sub>, -C(=O)OCHR<sub>14</sub>R<sub>15</sub>, -C(=O)OCR<sub>14</sub>R<sub>15</sub>R<sub>16</sub>, -S(=O)<sub>2</sub>NH<sub>2</sub>, -S(=O)<sub>2</sub>NHR<sub>14</sub>, -S(=O)<sub>2</sub>NR<sub>14</sub>R<sub>15</sub>, -NHC(=O)H, -N(R<sub>14</sub>)C(=O)H, -NHC(=O)R<sub>15</sub>, -N(R<sub>14</sub>)C(=O)R<sub>15</sub>, -NHC(=O)OR<sub>14</sub>, -NHS(=O)<sub>2</sub>H, -N(R<sub>14</sub>)S(=O)<sub>2</sub>H, -NHS(=O)<sub>2</sub>OR<sub>15</sub>, -N(R<sub>14</sub>)S(=O)<sub>2</sub>OR<sub>15</sub>, -N(H)S(=O)<sub>2</sub>R<sub>15</sub>, -N(R<sub>14</sub>)S(=O)<sub>2</sub>R<sub>15</sub> and where two vicinal R<sub>6</sub> or R<sub>7</sub> groups combine to form a substituted or unsubstituted -C<sub>4</sub>-C<sub>10</sub> cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where R<sub>14</sub>, R<sub>15</sub> and R<sub>16</sub> are each independently selected from the group consisting of -C<sub>1</sub>-C<sub>12</sub> alkyl, substituted alkyl, or heteroalkyl, -C<sub>1</sub>-C<sub>12</sub> alkenyl, substituted alkenyl, or heteroalkenyl, -C<sub>1</sub>-C<sub>12</sub> alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n9 and n10 are independently 0 or 1; or when R<sub>14</sub> and R<sub>15</sub> are attached to a nitrogen atom they can combine to form a substituted or unsubstituted -C<sub>4</sub>-C<sub>10</sub> cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or a pharmaceutically acceptable salt thereof.

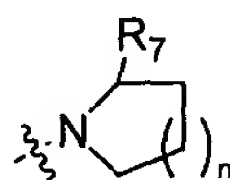
2. The compound of Claim 2 wherein R<sub>1</sub> is halo.
3. The compound of Claim 2 wherein R<sub>1</sub> is fluoro.
4. The compound of Claim 3 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.

5. The compound of Claim 4 wherein R<sub>3</sub> is alkyl.
6. The compound of Claim 5 wherein the

5



group is a group of formula:

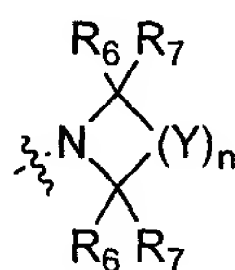


10 wherein:

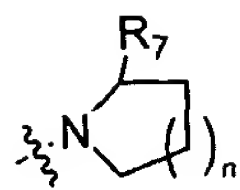
n is 1; and

R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n<sub>9</sub> and n<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

20 7. The compound of Claim 5 wherein the



group is a group of formula:



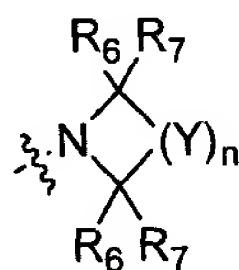
wherein:

n is 1; and

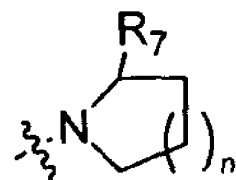
- 5  $R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or  $-(C_1-C_{12})$  alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

8. The compound of Claim 5 wherein the

10



group is a group of formula:



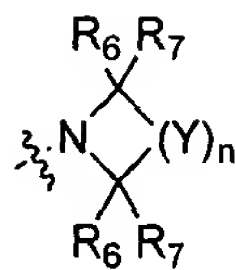
- 15 wherein:

n is 1; and

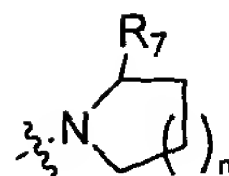
$R_7$  is  $-C(=O)NHR_{15}$  where  $R_{15}$  is H or  $-(C_1-C_{12})$  alkyl, aryl, or heteroaryl or  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted  $-(C_4-C_{10})$  cyclic heteroalkyl.

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9. The compound of Claim 5 wherein the



group is a group of formula:



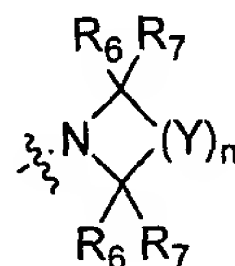
5 wherein:

n is 1; and

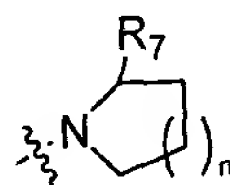
- R<sub>7</sub> is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-

methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. The compound of Claim 5 wherein the



15 group is a group of formula:

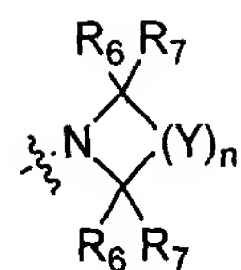


wherein:

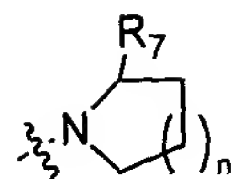
*n* is 1; and

20 *R*<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the *R*<sub>7</sub> group is (*S*) and *R*<sub>3</sub> is *n*-butyl.

25 11. The compound of Claim 5 wherein the



group is a group of formula:

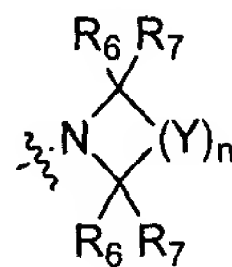


5 wherein:

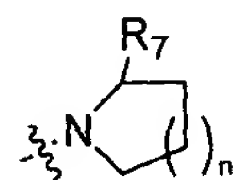
n is 1; and

R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

10 12. The compound of Claim 5 wherein the



group is a group of formula:

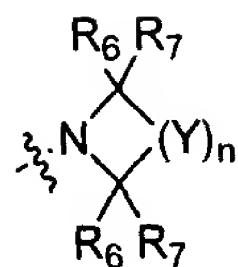


wherein:

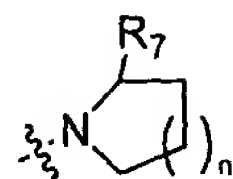
15 n is 1; and

R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl; and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (*S*).

13. The compound of Claim 1 wherein the



group is a group of formula:

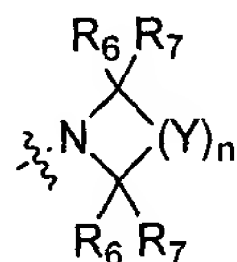


wherein:

5 n is 1; and

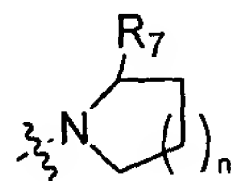
R<sub>7</sub> is -C(=O)NR<sub>14</sub>R<sub>15</sub> where R<sub>14</sub> and R<sub>15</sub> are independently selected from the group consisting of hydrogen, -(C<sub>1</sub>-C<sub>12</sub>) alkyl, substituted alkyl, or heteroalkyl, -(C<sub>1</sub>-C<sub>12</sub>) alkenyl, substituted alkenyl, or heteroalkenyl, -(C<sub>1</sub>-C<sub>12</sub>) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n9</sub>-(C<sub>3</sub>-C<sub>12</sub> arylene or heteroarylene)-(C<sub>1</sub>-C<sub>8</sub> alkyl or substituted alkyl)<sub>n10</sub> where n<sub>9</sub> and n<sub>10</sub> are independently 0 or 1; or R<sub>14</sub> and R<sub>15</sub> combine to form a substituted or unsubstituted -(C<sub>4</sub>-C<sub>10</sub>)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

14. The compound of Claim 1 wherein the



15

group is a group of formula:



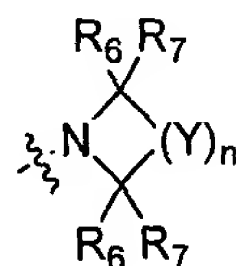
wherein:

n is 1; and

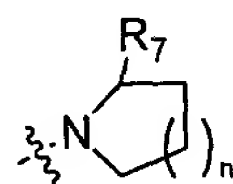


$R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or  $-(C_1-C_{12})$  alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

5     15.     The compound of Claim 1 wherein the



group is a group of formula:

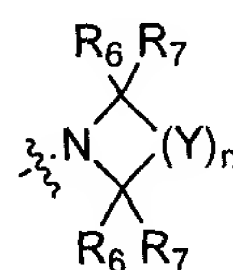


wherein:

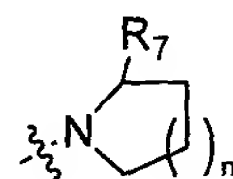
10             n is 1; and

$R_7$  is  $-C(=O)NHR_{15}$  where  $R_{15}$  is H or  $-(C_1-C_{12})$  alkyl, aryl, or heteroaryl or  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted  $-(C_4-C_{10})$  cyclic heteroalkyl.

15     16.     The compound of Claim 1 wherein the



group is a group of formula:

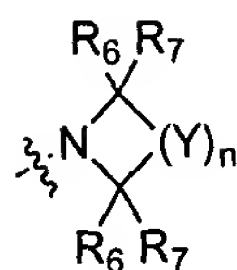


20     wherein:

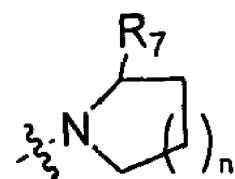
n is 1; and

R<sub>7</sub> is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethylaminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenylaminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenylaminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutylaminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutylaminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenylaminocarbonyl, 3,4-methylenedioxyphen-5-ylmethylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

17. The compound of Claim 1 wherein the



group is a group of formula:



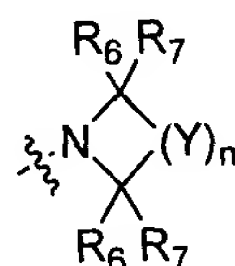
wherein:

5 n is 1; and

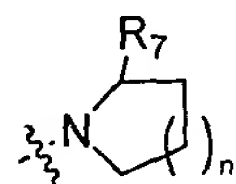
R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R<sub>7</sub> group is (S).

10

18. The compound of Claim 1 wherein the



group is a group of formula:



15

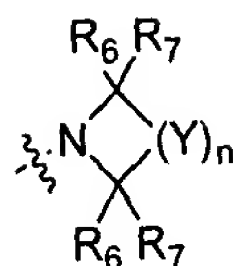
wherein:

n is 1; and

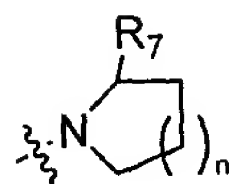
R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or heteroaryl.

20

19. The compound of Claim 1 wherein the



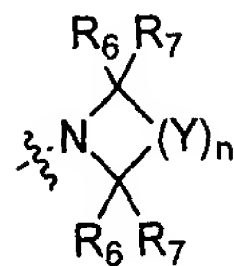
group is a group of formula:



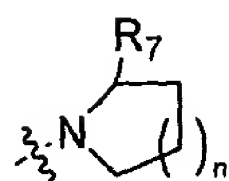
wherein:

- 5            n is 1; and  
              R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is alkyl; and the stereochemistry at the C<sub>2</sub> carbon atom of the pyrrolidine ring is (*S*).
20.        The compound of Claim 13-19 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen.
- 10        21.        The compound of Claim 20 wherein R<sub>1</sub> is halo.
22.        The compound of Claim 21 wherein R<sub>3</sub> is alkyl.
- 15        23.        The compound of Claim 22 wherein R<sub>1</sub> is fluoro.
24.        The compound of Claim 22 wherein R<sub>3</sub> is *n*-butyl.
- 20        25.        The compound of Claim 13-19 wherein R<sub>1</sub> is halo.
26.        The compound of Claim 25 wherein R<sub>1</sub> is fluoro and R<sub>2</sub> and R<sub>4</sub> are hydrogen.
27.        The compound of Claim 26 wherein R<sub>3</sub> is alkyl.
- 25        28.        The compound of Claim 19 wherein R<sub>1</sub> is hydroxy.
29.        The compound of Claim 28 wherein R<sub>3</sub> is alkyl.
30.        The compound of Claim 29 wherein R<sub>3</sub> is *n*-butyl.
- 30        31.        The compound of Claim 1 wherein R<sub>1</sub> is hydroxy.
32.        The compound of Claim 31 wherein R<sub>2</sub> and R<sub>4</sub> are hydrogen and R<sub>3</sub> is alkyl.

33. The compound of Claim 31 wherein the



group is a group of formula:

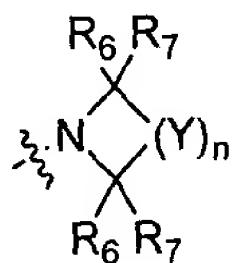


5 wherein:

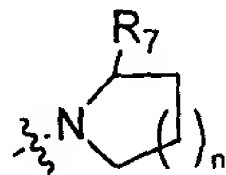
n is 1; and

10  $R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are independently selected from the group consisting of hydrogen,  $-(C_1-C_{12})$  alkyl, substituted alkyl, or heteroalkyl,  $-(C_1-C_{12})$  alkenyl, substituted alkenyl, or heteroalkenyl,  $-(C_1-C_{12})$  alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and  $-(C_1-C_8$  alkyl or substituted alkyl) $_{n9}$ - $(C_3-C_{12}$  arylene or heteroarylene)- $(C_1-C_8$  alkyl or substituted alkyl) $_{n10}$  where  $n_9$  and  $n_{10}$  are independently 0 or 1; or  $R_{14}$  and  $R_{15}$  combine to form a substituted or unsubstituted  $-(C_4-C_{10})$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

15 34. The compound of Claim 31 wherein the



group is a group of formula:

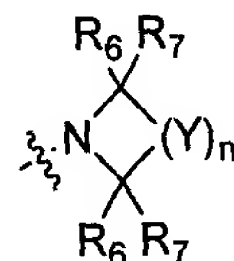


20 wherein:

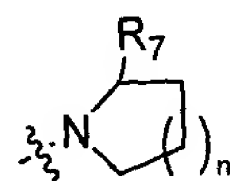
n is 1; and

$R_7$  is  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  are each independently hydrogen or  $-(C_1-C_{12})$  alkyl, alkoxy, aryl, heteroaryl or  $R_{14}$  and  $R_{15}$ , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

5 35. The compound of Claim 31 wherein the



group is a group of formula:



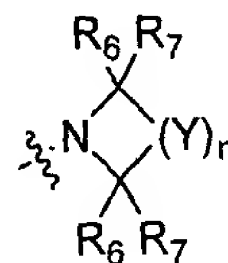
10 wherein:

$n$  is 1; and

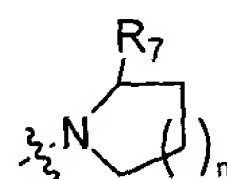
$R_7$  is  $-C(=O)NHR_{15}$  where  $R_{15}$  is H or  $-(C_1-C_{12})$  alkyl, aryl, or heteroaryl or  $-C(=O)NR_{14}R_{15}$  where  $R_{14}$  and  $R_{15}$  form a substituted or unsubstituted  $-(C_4-C_{10})$  cyclic heteroalkyl.

15

36. The compound of Claim 31 wherein the



group is a group of formula:



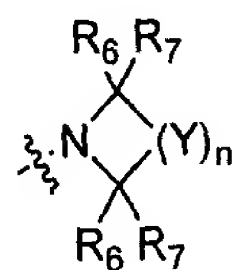
20

wherein:

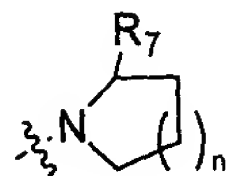
n is 1; and

R<sub>7</sub> is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. The compound of Claim 31 wherein the



group is a group of formula:



5

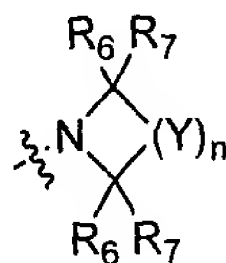
wherein:

n is 1; and

R<sub>7</sub> is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R<sub>7</sub> group is (*S*).

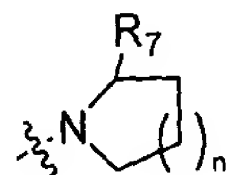
10

38. The compound of Claim 31 wherein the



15

group is a group of formula:



wherein:

n is 1; and

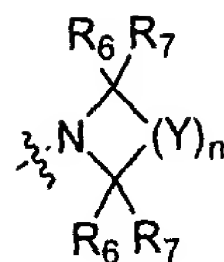
R<sub>7</sub> is -C(=O)OR<sub>14</sub> where R<sub>14</sub> is hydrogen or -(C<sub>1</sub>-C<sub>12</sub>) alkyl, alkoxy, aryl, or

20

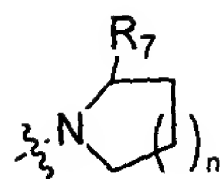
heteroaryl.

39. The compound of Claim 31 wherein the





group is a group of formula:



5

wherein:

$n$  is 1; and

$R_7$  is  $-C(=O)OR_{14}$  where  $R_{14}$  is alkyl; and the stereochemistry at the  $C_2$  carbon atom of the pyrrolidine ring is (*S*).

10

40. The compound of Claim 32-38 wherein  $R_3$  is *n*-butyl.

41. The compound of Claim 13-19 wherein  $R_2$  and  $R_4$  are hydrogen.

15

42. The compound of Claim 41 wherein  $R_1$  is hydroxy.

43. The compound of Claim 42 wherein  $R_3$  is alkyl.

44. The compound of Claim 41 wherein  $R_3$  is *n*-butyl.

20

45. The compound of Claim 1 selected from the group consisting of:

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-1,1-dimethylethoxycarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

25

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyridin-1-ylcarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

30

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-azetidin-1-ylcarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-ethylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-phenylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide;

5 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyrimidin-2-ylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide; and

*N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-thiazol-2-ylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide.

10 46. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claims 1-45 and a pharmaceutically acceptable excipient.

47. A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a  
15 pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1-45 and a pharmaceutically acceptable excipient.

48. The method of Claim 47 wherein the disease is a bacterial disease.